



HOP FUNG GROUP

合豐集團控股有限公司

HOP FUNG GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 2320

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING

TO BE HELD ON 3RD JUNE, 2013

(or any adjournment thereof)

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares (the "Shares")
of HK\$0.10 each in the share capital of Hop Fung Group Holdings Limited 合豐集團控股有限公司 (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING³**, or _____
of _____
as my/our proxy to attend, act and vote on my/our behalf at the annual general meeting (the "Meeting") of the Company to be held at Ming Room II, 4/F, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on Monday, 3rd June, 2013 at 10:30 a.m. (or at any adjournment thereof). My/our proxy will also be entitled to vote on any matter(s) properly put to the Meeting (or at any adjournment thereof) in such manner as he/she thinks fit.

	RESOLUTIONS	FOR ⁴	AGAINST ⁴
1.	To receive and consider the audited consolidated financial statements of the Company, Directors' Report and Independent Auditor's Report for the year ended 31st December, 2012.		
2.	(a) To re-elect the following Directors		
	(i) Hui Sum Kwok		
	(ii) Hui Yuen Li		
	(iii) Chee Man Sang, Eric		
	(b) To authorise the Board of Directors to fix the Directors' remuneration.		
3.	To appoint Auditor and to authorise the Board of Directors to fix their remuneration.		
4.	To give a general mandate to the Directors of the Company to purchase the Company's shares not exceeding 10% of the total nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
5.	To give a general mandate to the Directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of the total nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
6.	To extend the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares in the capital of the Company by the nominal amount of the shares repurchased by the Company.		
7.	To approve and adopt a new share option scheme of the Company (the "New Share Option Scheme", the principal terms of which are set out in the Company's circular dated 19th April, 2013) and to authorize the Board of Directors of the Company to administer the New Share Option Scheme, to grant options thereunder, to allot, issue and deal with the shares of the Company pursuant to the exercise of any option granted thereunder and to take such acts as may be necessary or expedient.		

Signature⁵ _____

Date _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please strike out "**THE CHAIRMAN OF THE MEETING**" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- To be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's Branch Share Registrar in Hong Kong, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- In the case of joint registered holders of any Shares, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint registered holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
- A proxy need not be a shareholder of the Company.